



**EXTRAORDINARY GENERAL MEETING OF
SHAREHOLDERS OF
OCI N.V.**

*OCI N.V. (the **Company**) invites its shareholders to the Extraordinary General Meeting of Shareholders (the **General Meeting**), to be held on 20 October 2020 at 4.00 PM (CET).*

AGENDA

Agenda items 1 and 3 are solely for discussion and will not be put to a vote.

1. Opening and announcements.
2. Proposal to appoint Ms. Heike van de Kerkhof as Non-Executive Director (*resolution*).
3. Questions and close of meeting.

All documents for the General Meeting are available at www.oci.nl.

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**EXPLANATORY NOTES TO THE AGENDA
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
OF OCI N.V.**

Item 2 - Proposal to appoint Ms. Heike van de Kerkhof as Non-Executive Director (*resolution*)

The Board of Directors nominates Ms. Heike van de Kerkhof for appointment as Non-Executive Director. Under this agenda item, it is therefore proposed to increase the number of Board of Director members and appoint Ms. Heike van de Kerkhof as Non-Executive Director in accordance with the nomination by the Board of Directors for a period of 3 years (ending at the closure of the Annual General Meeting of Shareholders to be held in 2024), such in accordance with the rotation schedule for board members and the articles of association. The details required under article 142 (3) of Book 2 of the Dutch Civil Code are attached to these explanatory notes. Ms. Heike van de Kerkhof is considered independent within the meaning of the Dutch Corporate Governance Code.

BIOGRAPHICAL DETAILS

Ms. Heike van de Kerkhof - information required under article 142 (3) of Book 2 of the Dutch Civil Code.

Year of birth: 1962

Nationality: German citizen

OCI N.V. shares: None

Ms. Heike van de Kerkhof has more than 30 years of experience in leaderships roles in the chemicals and materials industry. She is a driven promotor of sustainability and a culture of performance, diversity and inclusion.

Ms. Heike van de Kerkhof currently holds the position of Chief Executive Officer and Member of the Board of Directors at Archroma, a global specialty chemicals company with 3,000 employees, working in 35 countries and with 26 production sites. Archroma is owned by SK Capital and Ms. Heike van de Kerkhof acts as a strategic advisor on ESG for all portfolio companies of SK Capital.

Ms. Heike van de Kerkhof started her career as an engineer at DuPont and held various positions in quality, sales and marketing in Northern Ireland, Germany and Switzerland. When the Chemours Company was split off from DuPont she took the role of Vice President Global Sales for the Chemours Titanium Technologies business and was appointed as President Chemours International Operations Sàrl. Alongside her executive role at Chemours, Ms. Heike van de Kerkhof held non-executive board roles at RPC Group (packaging) and Neste Oil. In January 2018, Ms. Heike van de Kerkhof joined BP Oil UK Ltd as Vice President BP Lubricants for the Western Hemisphere, a position she left to join Archroma.

Reason for nomination: Wide range of knowledge and broad international experience in chemicals industry, in both operational and strategic roles, thought leadership in ESG strategy and strong focus on innovation and sustainability.

Ms. Heike van de Kerkhof is considered independent within the meaning of the Dutch Corporate Governance Code.

Appointment of Ms. Heike van de Kerkhof is permitted under the provisions of Section 2:142a of the Dutch Civil Code.